

RECORDATION NO. 26277-P
FILED

OCT 26 '06 3-57 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 26, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Correction, dated as of October 25, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Assignment and Assumption Agreement and Restated Assignment and Assumption Agreement previously filed with the Board under Recordation Numbers 26277 and 26277-H, respectively.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Assignor:	Trinity North American Freight Car, Inc. (as successor to Trinity Industries Leasing Company) 2525 Stemmons Freeway Dallas TX 75207
Assignee:	TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890

Mr. Vernon A. Williams
October 26, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

There is no new or additional equipment associated with this filing.

A short summary of the document to appear in the index is:

Notice of Correction.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26277-P FILED
OCT 26 '06 3-57 PM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Notice of Correction

Dear Mr. Secretary:

Notice is hereby given that all references to "Cemex USA Cement, Inc., a Delaware corporation" and "Cemex USA Cement, Inc." as contained in the following primary document, and in any related secondary document, are to be replaced respectively with "Cemex, Inc., a Louisiana corporation" and "Cemex, Inc.":

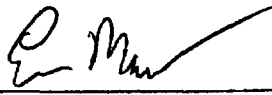
Memorandum of Assignment and Assumption Agreement filed on March 31, 2006 under recordation number 26277, and as restated pursuant to that certain Restated Memorandum of Assignment and Assumption Agreement filed on April 20, 2006 under recordation number 26277-H

Please record this Notice pursuant to the provisions of 49 U.S.C. Section 11301(a) as a primary document, as defined in the Board's Rules for the Recordation of Documents.

[Signature Pages Follow]


IN WITNESS WHEREOF, the undersigned has caused this Notice of Correction to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 
Name: Eric Marchetto
Title: Vice President

Executed on this 25th day of October, 2006

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

Executed on this 25th day of October, 2006

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

Executed on this ____ day of October, 2006

IN WITNESS WHEREOF, the undersigned has caused this Notice of Correction to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____
Name:
Title:

Executed on this ____ day of October, 2006

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name:
Title:

Executed on this ____ day of October, 2006

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

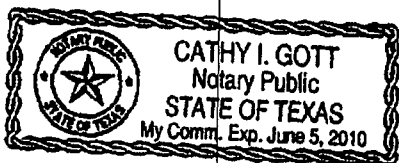
By: 
Name: Mark Cowchok
Title: Relationship Manager
Authorized Signer

Executed on this 17th day of October, 2006

STATE OF Texas)
COUNTY OF Dallas) SS:

On this, the 25th day of October 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchitto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on October 25, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



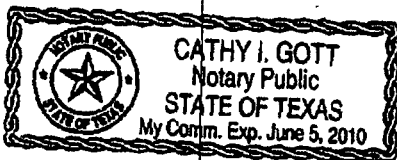
Cathy I. Gott
Name:
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this, the 25th day of October 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that (s)he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on October 25 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



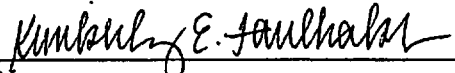
Cathy I. Gott
Name:
Notary Public

My Commission Expires: 6-5-2010
Residing in Dallas Co.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE

On this, the 17th day of October 2006, before a Notary Public in and for said County and State, personally appeared Mark O. Cowen, who being by me duly sworn, says that (s)he is the **Adm. Account Manager** LP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on October 17, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

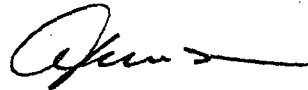

Name: **KIMBERLY ELIZABETH FAULHABER**
Notary Public Notary Public - State of Delaware
My Comm. Expires April 9, 2007
My Commission Expires:
Residing in _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/26/06



Robert W. Alvord